

EXHIBIT Q

USAAG SYSTEMS CO
[REDACTED]
GLASTONBURY CT [REDACTED]
[REDACTED]

July 12, 2022

J. Allen Roth, Esq.
805 S. Alexandria Street
Latrobe PA 15650

In re: Confidential Letter of Intent
14140 U.S. 30, North Huntingdon, Pennsylvania

Dear Mr. Roth:

USAAG Systems Co. is an accredited investor. It has fully reviewed the *U Lock* bankruptcy matter along with certain lawsuits filed in the Court of Common Pleas of Westmoreland County.

USAAG Systems Co. is willing to infuse the capital necessary for U Lock to either emerge from bankruptcy or have its bankruptcy dismissed,, satisfy the unsecured loan Ms. Biros provided to U Lock Inc. along with fair interest. We would provide the seed money and assistance for U Lock to either develop the property or enter into a joint venture to develop the property. USAAG Systems Co. would expect to receive at least a seventy-five percent (75%) equity stake in U Lock Inc. to do so.

Alternatively, USAAG Systems Co. is willing to provide U Lock a mortgage to pay Ms. Biros the funds along with interest. USAAG would provide terms and guidance for U Lock to enable U Lock to develop the property.

However, as USAAG Systems Co. must be able to provide U Lock with seed capital and cover other expenses, this Letter of Intent is contingent upon Ms. Biros receiving no more than the actual amount she provided, any property taxes she paid between 2015 and present, along with the capped Pennsylvania simple interest rate of six percent (6%). *Furthermore, we cannot consider compensation to Ms. Biros for the current remediation activities without first evaluating a site plan.*

Finally, we note our extreme concern relating to the dumping or development activities occurring on the property. If it is found that these current activities caused significant environmental damage or would materially increase the costs of simple remediation, we reserve the right to modify or rescind this offer.

The funds earmarked for this project are liquid, deposited in an FDIC insured bank, and ready to be transmitted to escrow or the bankruptcy trustee forthwith.

Very truly yours,

[REDACTED]
Dave Carter
Vice President

---Allen and George:

This plan is flexible. We could infuse the entire amount owed to all creditors including the Christine Biros unsecured loan and the Shanni Snyder judgment so long as its capped at what they are entitled to-- federal prejudgment or post-judgment. In this case, based on calculations, we'd ask for 80% of the reorganized enterprise and the existing shareholders receive 20%. We'd guide the reorganized company to develop nicely with Mike Levesque and Don Parsons on board.

--Dave